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Indexing Instructions: Exh. B. No. 1	Indexing Instructions: Exh. B. No. 2	Indexing Instructions: Exh. B. No. 3	Indexing Instructions: Exh. B. No. 4
a part of the SW ¼ of the NE ¼, a part of the NW ¼ of the NE ¼ and a part of the NW ¼ of the NE ¼ and Section 25, Township 1 South, Range 6 West, DeSoto County, MS	NE ¼ Section of Section 1, Township 2 South, Range 8 West, DeSoto County, Mississippi	Part of Sections 33 and 34, Township 1 South, Range 9 West, DeSoto County, Mississippi	Part of Lots 36 & 37, Plum Point Villages (Plat Book 64, Page 23), in the NE and NW ¼ of the NE ¼ of Section 1, Township 2 South, Range 8 West, DeSoto County, Mississippi

PREPARED BY AND RETURN TO:

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Baker, Donelson, Bearman & Caldwell
165 Madison Avenue, Suite 2000
Memphis, Tennessee 38103
(901) 577-2225

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Agreement") dated as of February 8, 2001, by and between **FIRST TENNESSEE BANK NATIONAL ASSOCIATION**, a national banking association with its principal office in Memphis, Tennessee, as assignor ("FTB"), and **CHASE MANHATTAN TRUST COMPANY, NATIONAL ASSOCIATION**, a national banking association with its principal office in Pittsburgh, Pennsylvania, as assignee ("Chase").

FTB currently serves as corporate trustee for the holders of those bonds described more fully on **Exhibit "A"** attached hereto (the "Bonds").

FTB and Chase have entered into an Instrument of Assignment and Assumption dated as of February 8, 2001 (the "Instrument") pursuant to which FTB has assigned all of its right, title and interest as trustee for the holders of the Bonds to Chase, and Chase has assumed the role of Trustee under the respective indentures pursuant to which the Bonds were issued.

The parties hereto wish to more fully provide for the absolute assignment from FTB to Chase of all its right, title and interest as Trustee under certain recorded instruments relating to the Bonds listed on **Exhibit "B"** attached hereto (the "Instruments"), and for the assumption by Chase of FTB's duties, if any, thereunder.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained and good and valuable consideration:

1. FTB hereby sells, assigns and transfers absolutely to Chase all of its right, title and interest in and under the Instruments listed on **Exhibit "B"** attached hereto which is incorporated herein.
2. Chase hereby assumes all duties and obligations, if any, of FTB as Trustee under the Instruments.
3. Attached as **Exhibit "C"** are documents relating to the resignation of FTB and appointment of Chase with respect to The Mississippi Business Finance Corporation Taxable Industrial Development Revenue Bonds, Series 1998 (Hewson/DeSoto Phase I, L.L.C. Project), dated 12/1/98, the recordation of which is required by the Indenture of Trust governing such bonds.

IN WITNESS WHEREOF, FTB and Chase have caused this Agreement to be duly executed in their names by their duly authorized officers, all as of the date first above written.

**FIRST TENNESSEE BANK NATIONAL
ASSOCIATION, as Assignor**

By: 

Yvonne M. Watson,

Sr. Vice President/Manager, Corporate Trust Services

**CHASE MANHATTAN TRUST COMPANY,
NATIONAL ASSOCIATION, as Assignee**

By: 

Name: Dennis D. Gillespie

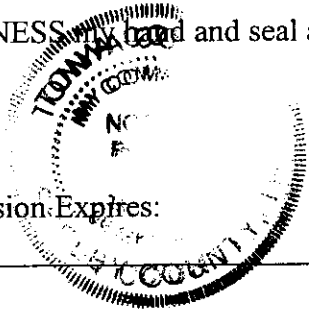
Title: Vice President

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, the undersigned Notary Public, in and for the State and County aforesaid, personally appeared **YVONNE M. WATSON**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the Sr. Vice President of **FIRST TENNESSEE BANK NATIONAL ASSOCIATION**, the within named bargainor, a national banking association, and that she as such Sr. Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the association by herself as such Sr. Vice President.

WITNESS my hand and seal at office, on this 3rd day of April, 2001.



Tonya S. Cochran
Signature of Notary Public

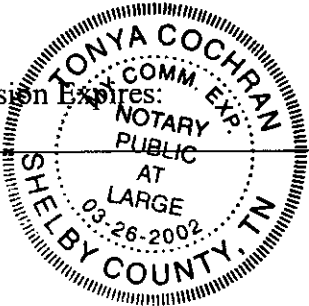
My Commission Expires: _____

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, Tonya S. Cochran a Notary Public in and for the State and County aforesaid, personally appeared Dennis D. Gillespie, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged (him/her)self to be a Vice President of **CHASE MANHATTAN TRUST COMPANY, NATIONAL ASSOCIATION** ("Chase"), the within named bargainor, a national banking association, and that (s)he as such Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the association by (him/her)self as such Vice President.

WITNESS my hand and seal at office, on this 3rd day of April, 2001.



Tonya S. Cochran
Signature of Notary Public

My Commission Expires: _____

EXHIBIT "A"

DeSoto County, Mississippi Bond Issue with Recorded Documents

1. Hewson/DeSoto Phase I, L.L.C. (8005117 and 8005290)
The Mississippi Business Finance Corporation Taxable Industrial Development Revenue Bonds, Series 1998 (Hewson/DeSoto Phase I, L.L.C. Project), dated December 1, 1998
2. Bradford Park (8004816)
Mississippi Regional Housing Authority No. II Multifamily Housing Revenue Bonds (Bradford Park Apartments), Series 1998, dated October 1, 1998
3. Laurel Park (8005492)
Mississippi Regional Housing Authority No. II Multifamily Housing Revenue Bonds (Laurel Apartments), Series 2000, dated June 1, 2000
4. Terrace Park (8005500)
Mississippi Regional Housing Authority No. II Multifamily Housing Revenue Bonds (Terrace Park Apartments), Series 2000, dated May 1, 2000

EXHIBIT "B"

Recorded Instruments Subject to Assignment and Assumption Agreement

All documents are recorded in the DeSoto County, Mississippi Chancery Clerk's Office .

1. Hewson/DeSoto Phase I, L.L.C. (8005117 and 8005290)

All of FTB's rights and interest, if any, in and to the following:

- a) Indenture of Trust of record in Book 79, Page 629.
- b) First Supplemental Trust Indenture of record in Book 82, Page 534.
- c) Deed of Trust and Security Agreement of record in Book 1063, Page 710.
- d) First Amendment to Deed of Trust and Security Agreement of record in Book 1146, Page 782.
- e) Second Deed of Trust and Security Agreement of record in Book 1146, Page 790.
- f) Lease Agreement of record in Book 79, Page 520.
- g) First Amendment to Lease Agreement of record in Book 82, Page 498.
- h) Assignment of Lease of record in Book 82, Page 495.
- i) Assignment of Rents, Leases and Profits of record in Book 79, Page 624.
- j) First Amendment to Assignment of Rents, Leases and Profits of record in Book 82, Page 528.
- k) Assignment of Rents, Leases and Profits of record in Book 82, Page 585.
- l) Tenant Estoppel, Subordination, Non-Disturbance and Attornment Agreement of record in Book 80, Page 167.
- m) First Amendment to Tenant Estoppel, Subordination, Non-Disturbance and Attornment Agreement of record in Book 82, Page 574.

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EXHIBIT "B" continued

Recorded Instruments Subject to Assignment and Assumption Agreement

2. Bradford Park (8004816)

All of FTB's rights and interest, if any, in and to the following:

- a) Declaration of Land Use Restrictive Covenants for Low Income Housing Tax Credits dated November 3, 1998 and filed of record in Book 0345, Page 0365.

3. Laurel Park (8005492)

All of FTB's rights and interest, if any, in and to the following:

- a) Land Use Restriction Agreement dated June 19, 2000 and filed of record in Book 374, Page 664.

4. Terrace Park (8005500)

All of FTB's rights and interest, if any, in and to the following:

- a) Land Use Restriction Agreement dated May 17, 2000 and filed of record in Book 373, Page 59.

STATE MS.-DESOTO CO.
FILED

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W.F. [unclear] CLK.

STATE MS.-DESOTO CO.
FILED

APR 9 4 16 PM '01

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